

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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THE BANK OF NEW YORK,

Plaintiff,

v.

TYCO INTERNATIONAL GROUP S.A., TYCO  
INTERNATIONAL LTD., and TYCO  
INTERNATIONAL FINANCE S.A.,

Defendants.

07 Civ. 4659 (SAS)

ECF Case

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TYCO INTERNATIONAL LTD. and TYCO  
INTERNATIONAL FINANCE S.A.,

Counterclaimants,

v.

THE BANK OF NEW YORK,

Counterclaim-Defendant.

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**DECLARATION OF MEGAN A. BURNS  
IN OPPOSITION TO PLAINTIFF'S MOTION TO DISMISS  
THE FIRST AMENDED COUNTERCLAIMS**

I, Megan A. Burns, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am an associate at the law firm Gibson, Dunn & Crutcher LLP, counsel for Tyco International Ltd. ("Tyco") and Tyco International Finance S.A. ("TIFSA"), Counterclaimants in this action. I submit this declaration in opposition to Plaintiff's Motion To Dismiss The First Amended Counterclaims.

2. Attached hereto as Exhibit A is a true and correct excerpt of the Indenture dated June 9, 1998 (1998 Indenture).

3. Attached hereto as Exhibit B is a true and correct excerpt of the Indenture dated November 12, 2003 (2003 Indenture).

4. Attached hereto as Exhibit C is a true and correct copy of a notice from Bank of New York, as Indenture Trustee, to Holders of Notes Issued by Tyco International Group S.A., dated November 9, 2007.

5. Attached hereto as Exhibit D is a true and correct excerpt of the form of the 6.125% unsecured notes due 2008, issued under the 1998 Indenture.

6. Attached hereto as Exhibit E is a true and correct excerpt of the form of the 6.125% unsecured notes due 2009, issued under the 1998 Indenture.

7. Attached hereto as Exhibit F is a true and correct excerpt of the form of the 6.75% unsecured notes due 2011, issued under the 1998 Indenture.


8. Attached hereto as Exhibit G is a true and correct excerpt of the form of the 6.375% unsecured notes due 2011, issued under the 1998 Indenture.

9. Attached hereto as Exhibit H is a true and correct excerpt of the form of the 7.0% unsecured notes due 2028, issued under the 1998 Indenture.

10. Attached hereto as Exhibit I is a true and correct excerpt of the form of the 6.875% unsecured notes due 2029, issued under the 1998 Indenture.

11. Attached hereto as Exhibit J is a true and correct excerpt of the form of the 6.0% unsecured notes due 2013, issued under the 2003 Indenture.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this  
28 day of January, 2008.

  
Megan A. Burns